

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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NEIL L. SCLATER-BOOTH, Individually and  
On Behalf of All Others Similarly Situated, : 07 Civ. 3476

Plaintiff, : ECF Case

- against - : Electronically Filed

SCOR S.A. AND PATINEX A.G., :  
Defendants.

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**DEFENDANT SCOR S.A.'S MEMORANDUM OF LAW  
IN SUPPORT OF ITS MOTION TO DISMISS THE COMPLAINT**

Jay B. Kasner (JK-7910)  
Joseph N. Sacca (JS-9435)  
Lea Haber Kuck (LK-5556)  
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Attorneys for Defendant SCOR S.A.

Defendant SCOR S.A. ("SCOR") respectfully submits this Memorandum of Law in support of its motion to dismiss the complaint pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure.

### **ARGUMENT**

The plaintiff in this putative class action alleges himself to be a holder of Converium Holding AG ("Converium") American Depository Shares ("ADSs") and seeks to represent a class of (i) holders of Converium registered shares who are resident in the United States and (ii) holders of Converium ADSs. (Compl. ¶¶ 1, 18.) His complaint purports to state claims against SCOR under Sections 13(d), 14(d), and 14(e) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78m(d), 78n(d), 78n(e), and seeks declaratory and injunctive relief in connection with SCOR's public tender offer made in Switzerland for shares of Converium held solely by non-U.S. shareholders. (*Id.* ¶¶ 46-72.)

The allegations made, claims asserted, and relief sought by plaintiff are materially identical to the allegations, claims, and requested relief set forth in the complaint filed by Converium in the action entitled Converium Holding AG v. SCOR S.A. and Patinex AG, No. 07-CV-3042 (GEL) (the "Converium Action"). To avoid burdening the Court with duplicative briefing, SCOR hereby incorporates by reference and in their entirety its April 30, 2007 Memorandum of Law in support of its motion to dismiss the complaint in the Converium Action, the accompanying Declaration of Joseph N. Sacca, and the exhibits annexed thereto. For the Court's convenience, we have annexed these documents to the Declaration of Joseph N. Sacca dated May 8, 2007, submitted herewith.

**CONCLUSION**

For the foregoing reasons, the complaint should be dismissed in its entirety.

Dated: New York, New York  
May 8, 2007

Respectfully submitted,

/s/ Joseph N. Saccia

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